

Hearing Date and Time: March 17, 2010 at 10:00 a.m. (Eastern Time)

Response Deadline: March 16, 2010

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
: **08-13555 (JMP)**
LEHMAN BROTHERS HOLDINGS INC., et al., : **(Jointly Administered)**
DEBTORS. :
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**RESPONSE TO DEBTORS' FIRST OMNIBUS OBJECTION TO CLAIMS
WITH RESPECT TO PROOFS OF CLAIM NOS. 3630 AND 3631**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Claimant MTR Corporation Limited ("MTR") responds to Lehman Brothers Holdings, Inc.'s ("LBHI") and its affiliated debtors' (collectively, the "Debtors") First Omnibus Objection to Claims (Duplicate Claims) [Docket No. 6873] (the "Objection") as follows:

FACTS

1. On March 30 and April 1, 2009, MTR filed duplicate sets of two proofs of claim in the above-styled cases with the Court and claims agent in connection with claims against LBHI and Lehman Brothers Special Financing, Inc. (the "Claims"), which proofs of claim were assigned claim numbers 3630 and 3631, and 3606 and 3605, respectively.

2. On September 17, 2009, in compliance with the Court's Order Establishing the Deadline for Filing Proofs of Claim, Approving the Form and Manner of Notice Thereof and Approving the Proof of Claim Form [Docket No. 4271], MTR filed amendments to its proofs of claim respecting the Claims, which amendments referenced claim numbers 3630 and 3631 and were assigned claim numbers 14613 and 14632, respectively.

3. On January 29, 2010, the Debtors filed the Objection, requesting that the Court "disallow and expunge" claim numbers 3630 and 3631 as duplicate claims.

RESPONSE

4. MTR has no objection to the removal of the proofs of claim bearing claim numbers 3630 and 3631 from the claims register as duplicative of the proofs of claim bearing claim numbers 3606 and 3605, so long as it is made clear that such removal does not impair or otherwise adversely affect proofs of claim numbered 14613 and 14632, which reference proofs of claim numbered 3630 and 3631 as the proofs of claim which they amend, or the Claims.

5. MTR does object to the Claims themselves being "disallowed and expunged."

6. MTR therefore respectfully requests that the Court add the following language to its order disposing of the Objection: "The removal of the proofs of claim bearing claim numbers 3630 and 3631 from the claims register does not impair or otherwise adversely affect the proofs of claim bearing claim numbers 14613 and 14632 or the claims set forth therein."

7. The execution and filing of this Response is not and shall not be deemed:
(a) a waiver or release of MTR's rights against any entity or person liable for all or any part of the Claims; (b) a consent by MTR to the jurisdiction of this Court with respect to any proceeding

commenced in these cases against or otherwise involving MTR; (c) a waiver of the right to withdraw the reference with respect to the subject matter of the Claims, any objection or other proceedings commenced with respect thereto or any other proceedings commenced in this case against or otherwise involving MTR; (d) a waiver or release by MTR of any right to trial by jury, or a consent by MTR to a trial by jury, in this Court or any other court; (e) a waiver of any right to the subordination or recharacterization, in favor of MTR, of indebtedness or liens held by any creditors of the Debtors or any of their affiliates; (f) an election of remedies which waives or otherwise affects any other remedy or (g) a waiver of MTR's rights to amend or supplement its proofs of claim or this Response.

8. The Debtors and MTR attempted but were unable to resolve these issues. Counsel for the Debtors graciously allowed MTR an extension of time through March 16, 2010 to file this Response.

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WHEREFORE, MTR respectfully requests that the Court (i) overrule the Objection to the extent it would disallow or expunge the Claims, and (ii) add the language set forth in paragraph 6 to its order resolving the Objection, and grant such other relief as the Court finds just and equitable.

Dated: March 16, 2010
New York, New York

Respectfully submitted,

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